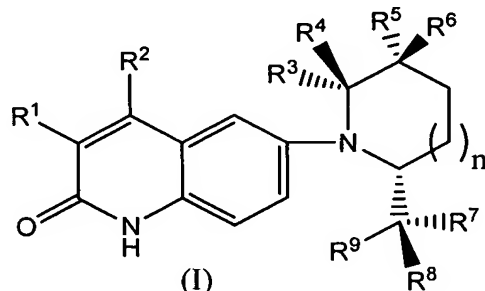


**AMENDMENTS TO THE CLAIMS:**

Please amend claims 25, 26, 29 and 45 as indicated below, and cancel claims 27 and 28 without prejudice or disclaimer. This listing of claims replaces all prior versions and listings of claims in the application.

**LISTING OF CLAIMS:**

1. (Allowed) A compound having the formula :



wherein:

R<sup>1</sup> is hydrogen, F, Cl, or C<sub>1</sub>-C<sub>3</sub> aliphatic;

**R<sup>2</sup> is hydrogen, F, Cl, Br, C<sub>1</sub>-C<sub>4</sub> aliphatic, C<sub>1</sub>-C<sub>4</sub> haloaliphatic or C<sub>1</sub>-C<sub>4</sub> heteroaliphatic;**

R<sup>3</sup> is C<sub>1</sub>-C<sub>4</sub> aliphatic, C<sub>1</sub>-C<sub>4</sub> haloaliphatic, C<sub>1</sub>-C<sub>4</sub> heteroaliphatic, optionally substituted aryl or heteroaryl;

R<sup>4</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> aliphatic, C<sub>1</sub>-C<sub>4</sub> haloaliphatic, C<sub>1</sub>-C<sub>4</sub> heteroaliphatic, optionally substituted aryl or heteroaryl;

R<sup>5</sup> and R<sup>6</sup> each independently is hydrogen, F, Cl, OR<sup>10</sup>, C<sub>1</sub>-C<sub>4</sub> aliphatic, C<sub>1</sub>-C<sub>4</sub> haloaliphatic or C<sub>1</sub>-C<sub>4</sub> heteroaliphatic;

R<sup>7</sup> and R<sup>8</sup> each independently is hydrogen, F, Cl, C<sub>1</sub>-C<sub>4</sub> aliphatic, C<sub>1</sub>-C<sub>4</sub> haloaliphatic or C<sub>1</sub>-C<sub>4</sub> heteroaliphatic; or

**R<sup>7</sup> and R<sup>8</sup> taken together form a carbonyl group;**

R<sup>9</sup> is halogen, OR<sup>10</sup>, SR<sup>10</sup>, NR<sup>10</sup>R<sup>11</sup>, C<sub>1</sub>-C<sub>4</sub> haloaliphatic, C<sub>1</sub>-C<sub>4</sub> heteroaliphatic, and/or C<sub>1</sub>-C<sub>4</sub> heterohaloaliphatic;

R<sup>10</sup> and R<sup>11</sup> each independently is hydrogen, C<sub>1</sub>-C<sub>4</sub> aliphatic, phenyl, and or benzyl; and n = 0 or 1.

2. (Allowed) The compound of claim 1, wherein:

R<sup>1</sup> is hydrogen, F or Cl;

R<sup>2</sup> is F, Cl, Br, C<sub>1</sub>-C<sub>4</sub> alkyl or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>3</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl or optionally substituted aryl;

R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl or optionally substituted aryl;

R<sup>5</sup> and R<sup>6</sup> each independently is hydrogen, F, Cl, OR<sup>10</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>7</sup> and R<sup>8</sup> each independently is hydrogen, F, Cl, C<sub>1</sub>-C<sub>4</sub> alkyl or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>9</sup> is halogen, OR<sup>10</sup>, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl or C<sub>1</sub>-C<sub>4</sub> heterohaloalkyl;

R<sup>10</sup> is hydrogen; and

n = 0 or 1.

3. (Allowed) The compound of claim 1, wherein:

R<sup>1</sup> is hydrogen;

R<sup>2</sup> is Cl, Br, CH<sub>3</sub>, C<sub>2</sub>H<sub>5</sub>, CF<sub>3</sub>, C<sub>2</sub>F<sub>5</sub> or CF<sub>2</sub>Cl;

R<sup>3</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl or optionally substituted aryl;

R<sup>4</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl or optionally substituted aryl;

R<sup>5</sup> and R<sup>6</sup> each independently is hydrogen, F, Cl, OR<sup>10</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl or C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

R<sup>7</sup> and R<sup>8</sup> each independently is hydrogen, F, Cl, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl or C<sub>1</sub>-C<sub>4</sub> heteroalkyl;

R<sup>9</sup> is halogen, OR<sup>10</sup>, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl or C<sub>1</sub>-C<sub>4</sub> heterohaloalkyl;

R<sup>10</sup> is hydrogen or C<sub>1</sub>-C<sub>4</sub> alkyl; and

n = 0 or 1.

4. (Allowed) The compound of claim 1, wherein:

R<sup>1</sup> is hydrogen, F, Cl, or C<sub>1</sub>-C<sub>3</sub> alkyl ;

R<sup>2</sup> is hydrogen, F, Cl, Br, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl or C<sub>1</sub>-C<sub>4</sub> heteroalkyl ;

R<sup>3</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, optionally substituted aryl or heteroaryl;

R<sup>4</sup> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, optionally substituted aryl or heteroaryl;

R<sup>5</sup> and R<sup>6</sup> each is hydrogen;

R<sup>7</sup> and R<sup>8</sup> each independently is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>9</sup> is OR<sup>10</sup>;

R<sup>10</sup> is hydrogen or C<sub>1</sub>-C<sub>4</sub> alkyl ; and

n=0.

5. (Allowed) The compound of claim 4, wherein:

R<sup>1</sup> is hydrogen;

R<sup>2</sup> is Cl, CH<sub>3</sub>, C<sub>2</sub>H<sub>5</sub>, CH<sub>2</sub>F, CHF<sub>2</sub>, CF<sub>3</sub>, C<sub>2</sub>F<sub>5</sub> or CF<sub>2</sub>Cl;

R<sup>3</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>4</sup> is hydrogen or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7</sup> and R<sup>8</sup> each independently is hydrogen, CH<sub>3</sub>, C<sub>2</sub>H<sub>5</sub>, CF<sub>3</sub>, C<sub>2</sub>F<sub>5</sub> or CF<sub>2</sub>Cl; and

R<sup>9</sup> is OH.

6. (Allowed) The compound of claim 5, wherein:

R<sup>2</sup> is Cl, CH<sub>2</sub>F, CHF<sub>2</sub>, CF<sub>3</sub>, C<sub>2</sub>F<sub>5</sub> or CF<sub>2</sub>Cl;

R<sup>3</sup> is C<sub>1</sub>-C<sub>2</sub> alkyl;

R<sup>4</sup> is hydrogen or C<sub>1</sub>-C<sub>2</sub> alkyl; and

R<sup>7</sup> and R<sup>8</sup> each independently is hydrogen, CH<sub>3</sub>, CF<sub>3</sub>, C<sub>2</sub>F<sub>5</sub> or CF<sub>2</sub>Cl.

7. (Allowed) The compound of claim 6, wherein:

R<sup>2</sup> is Cl, CH<sub>2</sub>F, CHF<sub>2</sub>, CF<sub>3</sub> or CF<sub>2</sub>Cl;

R<sup>3</sup> is CH<sub>3</sub> ;

R<sup>4</sup> is hydrogen or CH<sub>3</sub> ; and

R<sup>7</sup> and R<sup>8</sup> each independently is hydrogen, CH<sub>3</sub>, CF<sub>3</sub> or CF<sub>2</sub>Cl.

8. (Allowed) The compound of claim 7, wherein:

R<sup>2</sup> is Cl, CH<sub>2</sub>F, CHF<sub>2</sub>, or CF<sub>3</sub>;

R<sup>3</sup> is CH<sub>3</sub>;

R<sup>4</sup> is hydrogen or CH<sub>3</sub>; and

R<sup>7</sup> and R<sup>8</sup> each independently is hydrogen, CH<sub>3</sub> or CF<sub>3</sub>.

9. (Allowed) The compound of claim 1, wherein the compound is an androgen receptor modulator.

10. (Allowed) The compound of claim 1, wherein the compound is an androgen receptor antagonist.

11. (Allowed) The compound of claim 1, wherein the compound is an androgen receptor agonist.

12. (Allowed) The compound of claim 1, wherein the compound is an androgen receptor partial agonist.

13. (Allowed) The compound of claim 1, wherein the compound is:

6-(2(R)-Hydroxymethyl-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 106);

6-(2(R)-Fluoromethyl-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 107);

6-(2(R)-Fluoromethyl-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 108);

6-(2(R)-Difluoromethyl-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 109);

6-(2(R)-Fluoromethyl-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 110);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 111);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 112);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 113);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 114);

6-(2(R)-(2,2,2-Trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 115);

4-Chloro-6-(2(R)-(1(S)-hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 128);

4-Chloro-6-(2(R)-(1(R)-hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 129);

6-(2(R)-(1(R)-Hydroxy-1-methyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 132);

6-(2(R)-(1(S)-Hydroxy-1-methyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 133);

6-(2(R)-(1-Hydroxy-1-trifluoromethyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 134);

6-(2(*R*)-Chloromethyl-5-(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **140**);

6-(2(*R*)-Chloromethyl-5-(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **141**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*S*)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **142**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5(*S*)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **143**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **144**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **145**);

6-(2(*R*)-(1(*S*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **146**);

6-(2(*R*)-(1(*R*)-Hydroxy-2,2,2-trifluoroethyl)-5(*R*)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **147**);

6-(2(*R*)-(1(*R*)-Hydroxybenzyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **150**);

6-(2(*R*)-(1(*S*)-Hydroxybenzyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **151**);

6-(2(*R*)-(1(*R*)-Hydroxybenzyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **152**);

6-(2(*R*)-((2-1,3-Dithianyl)-1(*R*)-hydroxymethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **153**);

6-(2(*R*)-((2-1,3-Dithianyl)-1(*S*)-hydroxymethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **154**);

6-(2(*R*)-Difluoromethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **155**);

6-(2(*R*)-Fluoromethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **156**);

6-(2(*R*)-Hydroxymethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **157**);

6-(2(R)-(1(R)-Hydroxyethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 164);

6-(2(R)-(1-Hydroxy-1-methylethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 165);

6-(2(R)-(1(S)-Hydroxy-1-cyclopropylmethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 166);

6-(2(R)-(1(R)-Hydroxy-1-cyclopropylmethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 167);

6-(2(R)-(1(S)-Hydroxypropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 168),

6-(2(R)-(1(R)-Hydroxypropyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 169);

6-(2(R)-(1(R)-Hydroxypropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 170);

6-(2(R)-(1(S)-Hydroxypropyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 171);

6-(2(R)-(1(R)-Hydroxy-2-methylpropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 172);

6-(2(R)-Acetyloxymethyl-6(R)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 177);

6-(2(R)-Hydroxymethyl-6(R)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 179);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-6(R)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 180);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1H)-quinolinone (Compound 181);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1H)-quinolinone (Compound 182);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1H)-quinolinone (Compound 183);

6-(2(R)-Acetyloxymethyl-6(R)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 186);

6-(2(*R*)-(2-Hydroxyethyl)-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **187**);

6-(2(*R*)-(2-Hydroxyethyl)-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **188**); or

6-(2(*R*)-Acetyloxyethyl-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **189**).

14. (Allowed) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and compound of claim 1.

15. (Allowed) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of claim 2.

16. (Allowed) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of claim 7.

17. (Allowed) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of claim 8.

18. (Allowed) The pharmaceutical composition of claim 14, wherein the compound is an androgen receptor modulator.

19. (Allowed) The pharmaceutical composition of claim 18, wherein the compound is an androgen receptor antagonist.

20. (Allowed) The pharmaceutical composition of claim 18, wherein the compound is an androgen receptor agonist.

21. (Allowed) The pharmaceutical composition of claim 18, wherein the compound is an androgen receptor partial agonist.

22. (Allowed) The pharmaceutical composition of claim 14, wherein the compound is:  
6-(2(*R*)-Hydroxymethyl-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **106**);

6-(2(*R*)-Fluoromethyl-5(*R*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **107**);

6-(2(*R*)-Fluoromethyl-5(*S*)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1*H*)-quinolinone (Compound **108**);

6-(2(R)-Difluoromethyl-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 109);

6-(2(R)-Fluoromethyl-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 110);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 111);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 112);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 113);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 114);

6-(2(R)-(2,2,2-Trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 115);

4-Chloro-6-(2(R)-(1(S)-hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 128);

4-Chloro-6-(2(R)-(1(R)-hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-2(1H)-quinolinone (Compound 129);

6-(2(R)-(1(R)-Hydroxy-1-methyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 132);

6-(2(R)-(1(S)-Hydroxy-1-methyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 133);

6-(2(R)-(1-Hydroxy-1-trifluoromethyl-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 134);

6-(2(R)-Chloromethyl-5-(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 140);

6-(2(R)-Chloromethyl-5-(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 141);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 142);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 143);



6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 144);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 145);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 146);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-phenyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 147);

6-(2(R)-(1(R)-Hydroxybenzyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 150);

6-(2(R)-(1(S)-Hydroxybenzyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 151);

6-(2(R)-(1(R)-Hydroxybenzyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 152);

6-(2(R)-((2-1,3-Dithianyl)-1(R)-hydroxymethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 153);

6-(2(R)-((2-1,3-Dithianyl)-1(S)-hydroxymethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 154);

6-(2(R)-Difluoromethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 155);

6-(2(R)-Fluoromethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 156);

6-(2(R)-Hydroxymethyl-5,5-dimethyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 157);

6-(2(R)-(1(R)-Hydroxyethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 164);

6-(2(R)-(1-Hydroxy-1-methylethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 165);

6-(2(R)-(1(S)-Hydroxy-1-cyclopropylmethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 166);

6-(2(R)-(1(R)-Hydroxy-1-cyclopropylmethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 167);

6-(2(R)-(1(S)-Hydroxypropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 168),

6-(2(R)-(1(R)-Hydroxypropyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 169);

6-(2(R)-(1(R)-Hydroxypropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 170);

6-(2(R)-(1(S)-Hydroxypropyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 171);

6-(2(R)-(1(R)-Hydroxy-2-methylpropyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 172);

6-(2(R)-Acetyloxymethyl-6(R)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 177);

6-(2(R)-Hydroxymethyl-6(R)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 179);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-6(R)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 180);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1H)-quinolinone (Compound 181);

6-(2(R)-(1(R)-Hydroxy-2,2,2-trifluoroethyl)-5(R)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1H)-quinolinone (Compound 182);

6-(2(R)-(1(S)-Hydroxy-2,2,2-trifluoroethyl)-5(S)-methyl-1-pyrrolidinyl)-4-chlorodifluoromethyl-2(1H)-quinolinone (Compound 183);

6-(2(R)-Acetyloxymethyl-6(R)-methyl-1-piperidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 186);

6-(2(R)-(2-Hydroxyethyl)-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 187);

6-(2(R)-(2-Hydroxyethyl)-5(S)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 188); or

6-(2(R)-Acetyloxyethyl-5(R)-methyl-1-pyrrolidinyl)-4-trifluoromethyl-2(1H)-quinolinone (Compound 189).

23. (Allowed) The pharmaceutical composition of claim 14, wherein the composition is formulated for oral, topical, intravenous, suppository or parenteral administration.

24. (Cancelled).

25. (Previously presented) A method of ~~modulating~~ treating an individual having a condition responsive to treatment with an androgen receptor agonist, activity in a mammal, comprising administering to the mammal a pharmaceutically effective amount of a compound of claim 1 that is an androgen receptor agonist and thereby treating the condition, wherein the condition is impotence, a wasting disease, hypogonadism, breast cancer, frailty, osteoporosis or cancer cachexia.

26. (Previously presented) A method for ~~modulating a process in a mammal mediated by~~ treating an individual having a condition responsive to treatment with an androgen receptor antagonist, comprising administering the mammal a pharmaceutically effective amount of a compound of claim 1 that is an androgen receptor antagonist and thereby treating the condition, wherein the condition is acne, male-pattern baldness, hirsutism, prostatic hyperplasia or prostate cancer.

27. and 28. (Cancelled).

29. (Currently amended) ~~The~~ A method of ~~claim 27~~ providing a therapy to an individual, comprising:  
administering to the individual a pharmaceutically effective amount of a compound of claim 1 that is an androgen receptor agonist or partial agonist, wherein the condition is susceptible to treatment with a therapy selected from the group of is male hormone replacement therapy, female androgen replacement therapy and stimulation of hematopoiesis or contraception.

30. (Allowed) The compound of claim 2, wherein the compound is an androgen receptor antagonist.

31. (Allowed) The compound of claim 2, wherein the compound is an androgen receptor agonist.

32. (Allowed) The compound of claim 2, wherein the compound is an androgen receptor partial agonist.

33. (Allowed) The pharmaceutical composition of claim 15, wherein the compound is an androgen receptor modulator.

34. (Allowed) The pharmaceutical composition of claim 33, wherein the compound is an androgen receptor antagonist.

35. (Allowed) The pharmaceutical composition of claim 33, wherein the compound is an androgen receptor agonist.

36. (Allowed) The pharmaceutical composition of claim 33, wherein the compound is an androgen receptor partial agonist.

37. (Allowed) The pharmaceutical composition of claim 16, wherein the compound is an androgen receptor modulator.

38. (Allowed) The pharmaceutical composition of claim 37, wherein the compound is an androgen receptor antagonist.

39. (Allowed) The pharmaceutical composition of claim 37, wherein the compound is an androgen receptor agonist.

40. (Allowed) The pharmaceutical composition of claim 37, wherein the compound is an androgen receptor partial agonist.

41. (Allowed) The pharmaceutical composition of claim 17, wherein the compound is an androgen receptor modulator.

42. (Allowed) The pharmaceutical composition of claim 41, wherein the compound is an androgen receptor antagonist.

43. (Allowed) The pharmaceutical composition of claim 41, wherein the compound is an androgen receptor agonist.

44. (Allowed) The pharmaceutical composition of claim 41, wherein the compound is an androgen receptor partial agonist.

45. (Currently amended) A method of treating prostate cancer in a subject, comprising administering to the subject a pharmaceutically effective amount of a compound of claim 1 that is an androgen receptor antagonist.